## Edgar Filing: WILLOUGHBY MICHAEL C - Form 4

WILLOUG Form 4 April 23, 20	HBY MICHAEL	С									
FORM									OMB A	PPROVA	۸L
-	UNITED	STATES		RITIES A			COMMISSI		OMB Number:	3235-	
Check t if no los subject Section Form 4 Form 5	nger to 16. or Filed pu									Expires: January 20 Estimated average burden hours per response	
obligati may co <i>See</i> Inst 1(b).	ntinue. Section 17			•	•	npany Act iy Act of 1	of 1935 or Sec 940	ction			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> WILLOUGHBY MICHAEL C			2. Issuer Name <b>and</b> Ticker or Trading Symbol PFSWEB INC [PFSW]			Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction		(C	Theck a	all applicabl	e)	
C/O PFSWEB, 500 N. CENTRAL EXPRESSWAY, SUITE 500			(Month/Day/Year) 04/19/2010				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
				4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
PLANO, T	X 75074						Form filed Person	by Moi	re than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Dispose	ed of, o	or Beneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. 4. Securities , if TransactionAcquired (A) or Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. C For (D) (I)		7. Nature Indirect	e of al iip	
Reminder: Re	eport on a separate lin	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to respo	or indirectly. spond to the co ained in this fo ond unless the ntly valid OMB (	rm ar form	e not	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	<ul> <li>Price of Derivative Security</li> </ul>		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase $(1)$	\$4	04/19/2010	04/19/2010	А	V	55,000		(2)	04/18/2020	Common stock	55,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships		
	Director	10% Owner	Officer	Other
WILLOUGHBY MICHAEL C C/O PFSWEB, 500 N. CENTRAL EXPRESSWAY SUITE 500 PLANO, TX 75074			Executive Vice President	
Signatures				

Michael C.	
Willoughby	04/23/2010
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Option to purchase issued under Employee Stock Option Plan
- (2) Options subject to cumulative vesting schedule
- (3) Not applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.